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SURFACE TRANSPORTATION BOARD

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January 8, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Contract 3-7140

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 16, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor:	American Railcar Leasing LLC 620 North Second Street St. Charles, Missouri 63301
[Lessee:	Terra Nitrogen Limited Partnership Terra Centre 600 Fourth Street Sioux City, IA 51102]

A description of the railroad equipment covered by the enclosed document is:

68 railcars within the series SHPX 201438 - SHPX 201507 as more particularly set forth in the attachment to the document.

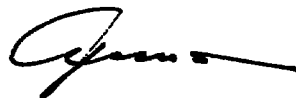
A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

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MEMORANDUM OF LEASE**SURFACE TRANSPORTATION BOARD**

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARI II Funding LLC and Shippers Third LLC, all with respect to Terra Nitrogen Limited Partnership, a Delaware Limited Partnership ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Contract as identified on Schedule A (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX and/or ACFX.

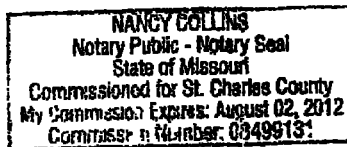
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

AMERICAN RAILCAR LEASING LLC

By: *Umesh Choksi*
Name: Umesh Choksi
Title: CFO & Treasurer

STATE OF MISSOURI)
) ss.:
COUNTY OF ST. CHARLES)

On this 16th day of Dec, 2009, before me, personally appeared Umesh Choksi, to me personally known, who being by me duly sworn, says that he resides at St. Louis County, Missouri and is the CFO & Treasurer of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



Nancy Collins
Notary Public
My commission expires on 8/2/2012

Schedule A

Equipment

Terra Nitrogen Limited Partnership

Contract 3-7140 dated 3/13/08

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	201438
	Tank	SHPX	201439
	Tank	SHPX	201440
	Tank	SHPX	201441
	Tank	SHPX	201442
	Tank	SHPX	201443
	Tank	SHPX	201444
	Tank	SHPX	201445
	Tank	SHPX	201446
	Tank	SHPX	201447
	Tank	SHPX	201448
	Tank	SHPX	201449
	Tank	SHPX	201450
	Tank	SHPX	201451
	Tank	SHPX	201452
	Tank	SHPX	201454
	Tank	SHPX	201455
	Tank	SHPX	201456
	Tank	SHPX	201457
	Tank	SHPX	201458
	Tank	SHPX	201459
	Tank	SHPX	201460
	Tank	SHPX	201461
	Tank	SHPX	201462
	Tank	SHPX	201463
	Tank	SHPX	201464
	Tank	SHPX	201466
	Tank	SHPX	201467
	Tank	SHPX	201468
	Tank	SHPX	201469
	Tank	SHPX	201470
	Tank	SHPX	201471
	Tank	SHPX	201472
	Tank	SHPX	201473

Schedule A

Equipment

Terra Nitrogen Limited Partnership

Contract 3-7140

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	201474
	Tank	SHPX	201475
	Tank	SHPX	201476
	Tank	SHPX	201477
	Tank	SHPX	201478
	Tank	SHPX	201479
	Tank	SHPX	201480
	Tank	SHPX	201481
	Tank	SHPX	201482
	Tank	SHPX	201483
	Tank	SHPX	201484
	Tank	SHPX	201485
	Tank	SHPX	201486
	Tank	SHPX	201487
	Tank	SHPX	201488
	Tank	SHPX	201489
	Tank	SHPX	201490
	Tank	SHPX	201491
	Tank	SHPX	201492
	Tank	SHPX	201493
	Tank	SHPX	201494
	Tank	SHPX	201495
	Tank	SHPX	201496
	Tank	SHPX	201497
	Tank	SHPX	201498
	Tank	SHPX	201499
	Tank	SHPX	201500
	Tank	SHPX	201501
	Tank	SHPX	201502
	Tank	SHPX	201503
	Tank	SHPX	201504
	Tank	SHPX	201505
	Tank	SHPX	201506

Schedule A

Equipment

Terra Nitrogen Limited Partnership

Contract 3-7140

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
68	Tank	SHPX	201507